

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :

LEHMAN BROTHERS HOLDINGS INC., *et al.*, :

Debtors. :

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)
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**SUPPLEMENTAL AFFIDAVIT AND DISCLOSURE STATEMENT
OF KEITH P. BISHOP ON BEHALF OF ALLEN MATKINS
LECK GAMBLE MALLORY & NATSIS LLP**

STATE OF CALIFORNIA)
) ss:
COUNTY OF ORANGE)

Keith P. Bishop, being duly sworn, upon his oath, deposes and says:

1. I am a Partner with Allen Matkins Leck Gamble Mallory & Natsis LLP, located at 1900 Main Street, 5th Floor, Irvine, California 92614-7321 (the "Firm").
2. On or about December 16, 2008, my Partner and colleague, Gerben Hoeksma, executed an Affidavit and Disclosure Statement (the "Initial Affidavit") in support of Lehman Commercial Paper, Inc.'s ("LCP") retention of the Firm as ordinary course professionals. The firm provides legal services to LCP as local counsel with respect to the foreclosure, bankruptcy and mechanic's lien claims/stop notices with regard to three (3) residential developments commonly known as Summerwind Ranch, McSweeney Ranch, and McAllister Ranch and owned by LBREP-L/SunCal Master I, LLC. The Firm submitted the Initial Affidavit and a completed Retention Questionnaire (the "Questionnaire") to the Debtors' bankruptcy counsel, which was filed with the Court in accordance with the procedures set forth in the order entered November 5, 2008, authorizing the Debtors to employ professionals utilized

in the ordinary course of business [Docket No. 1394]. The Debtors subsequently filed the Initial Affidavit and Questionnaire with the Court on December 17, 2008 [Docket No. 2285].

3. This Supplemental Affidavit supplements the Initial Affidavit. The Firm does not believe that any of the disclosures herein present any conflict with respect to its representation of LCP. However, out of an abundance of caution, the Firm provides the following:

- The Firm was recently engaged by Lehman Ali, an equity holder and/or affiliate to several, if not all, of the jointly administered debtors in this bankruptcy case. The Firm provides services to Lehman Ali with respect to the revocation of Lehman Ali's California finance lender's license and the obtaining of a new license for a subsidiary entity – Solar Finance, Inc.
- The Firm represents several nondebtor affiliated entities (the "SunGard Entities") with respect to their rights and claims resulting from several executory contracts and software licenses to which several of LCP's jointly administered debtor entities are parties. LCP is not a party to any of the contracts and licenses with the SunGard Entities and the Firm has not taken any adverse positions to LCP in the bankruptcy proceedings.
- The Firm represents CST Environmental, Inc. ("CST"), a junior lien holder in the chapter 11 bankruptcy case of SunCal Oak Knoll, LLC ("Oak Knoll"), pending in the Bankruptcy Court for the Central District of California (Case No. 8:08-17588-ES) (the "Oak Knoll Bankruptcy"). Lehman Ali and LCP (the "Lehman Lenders") are the senior lienholders in the Oak Knoll Bankruptcy. The Firm has not

represented CST in connection with any positions that conflict with the Lehman Lenders in the Oak Knoll Bankruptcy.

- The Firm represented Constellation Place, LLC in connection with the assumption and assignment of Constellation's lease to Lehman Brothers Holdings, Inc., as part of the sale of the jointly administered debtors' assets to Barclays Capital, Inc.

- The Firm represents Developer's Research with respect to its contracts with and claims against Lehman Brothers Holdings, Inc. and Lehman Brothers, Inc. in their respective bankruptcy cases.

- From time to time, the Firm provides advice and litigation services to Cranberry Financial, LLC ("Cranberry"), an affiliate of Aurora Bank FSB, formerly known as Lehman Brothers Bank, FSB with respect to defaults of loans contained in Cranberry's portfolios.

- From time to time, the Firm has represented clients in lease, financing, and other transactions involving the purchase of real property with respect to one or more of the jointly administered debtors or their affiliates that are or were an adverse party. Currently, none of these transactions involve LCP.

- From time to time, the Firm may represent clients that are adverse to LCP's affiliates in litigation. Any such representations do not involve claims against LCP.

4. Except as set forth above, and discussed in the Initial Affidavit, neither I, nor any principal or employed person of the Firm, insofar as I have been able to ascertain, holds

or represents an interest adverse to LCP, its jointly administered debtors or their estates and any other nondebtor affiliate of Lehman Ali.

5. The Firm will continue to monitor its retention by creditors of LCP, its jointly administered debtor affiliates, and its nondebtor affiliates, and the Firm will further supplement its disclosures if any facts arise that may require disclosure in these proceedings.

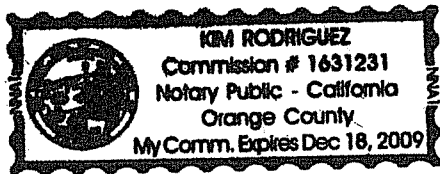
By: _____

KEITH P. BISHOP

State of California)

County of Orange)

Subscribed and sworn to (or affirmed) before me on this 10th day of November, 2009, by Keith P. Bishop, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



Seal: _____

Signature _____

Kim Rodriguez